

Bylaws

Association for Maine Behavior Analysis

Article I - Name

The name of this membership organization shall be The Association for Maine Behavior Analysis. It shall be chartered and exist as a non-profit corporation in and under the laws of the State of Maine.

Article II - Purpose

The Association for Maine Behavior Analysis (AMeBA) was founded in 2013 as a non-profit corporation for the purpose of promoting the science and application of behavior analysis. Goals of this corporation include providing educational and professional support; providing non-members of AMeBA with resources regarding the science of behavior and delivery of behavioral services; advocating for policies and practices that are consistent with the science of behavior analysis; and to disseminate information to promote the mission of AMeBA to a wider audience. This corporation is designed for the purpose of promoting the members' common business interest in accordance with Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on by a corporation with tax-exempt status under Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States Internal Revenue law.

All corporate property is irrevocably dedicated to the purposes set forth above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, or members, or to the benefit of any private person except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by this corporation for the accomplishment of its purposes. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations and liabilities of this corporation, the remaining assets of this corporation shall be distributed to nonprofit funds, foundations and other organizations which have established their tax-exempt status under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or the corresponding provision of any future United States Internal Revenue law, which have their principal place of business in the state of Maine and which have as their principal purpose as stated above.

Unless the context otherwise requires, the general provisions, rules and constructions and definitions in the Maine Nonprofit Corporation Act under Title 13-B M.R.S. shall govern the construction of these bylaws.

Article III - Membership

Membership Membership is open to all persons interested in or actively engaged in teaching, research, and/or application of the principles and procedures of behavior analysis. Membership is not restricted to residents of the State of Maine. Membership is by the calendar year. Membership shall be in one of three categories.

Full Member Any individual holding a graduate degree in psychology, behavior analysis or a related discipline directly related to or involving behavior analysis and whose professional commitment includes teaching, research, and/or practice in behavior analysis. Each full member shall be entitled to one vote on

all matters brought forth by this corporation's Board of Directors. There shall be no proxy voting allowed.

Affiliate Member Any individual with interest in the discipline of behavior analysis, but lacking graduate-level training in behavior analysis. Affiliate members are not entitled to a vote on matters brought forth by this corporation's Board of Directors.

Student Member Any individual pursuing formal training in the discipline of behavior analysis but not yet gainfully employed therein on at least a half-time basis. Student members are not entitled to a vote on matters brought forth by this corporation's Board of Directors, with the exception of having the exclusive right to vote for a representative for student members.

Application for Membership Persons desiring to apply for membership of this organization shall submit a completed application form and dues. As requested, applicants shall also submit any additional information such as transcripts, diplomas, references, etc. to verify that they meet the requirements for the designated membership category.

Termination of Membership The Board of Directors may, by two-thirds, vote to suspend or expel any member of this association for violation of these by-laws or gross ethical violations. Before such action is taken by the Board of Directors, written notice shall be sent to the member not less than 30 days prior to the meeting of the Board of Directors at which the matter is to be considered. Said member shall be entitled to a hearing before the Board of Directors. By two-thirds vote, the committee may also reinstate a former member on such terms as it deems appropriate.

Article IV - Board of Directors

Governance The affairs of the Corporation shall be governed by the Board of Directors.

Composition The Board of Directors shall consist of not less than four (4) directors, but no more than seven, including three (3) Officers and three (3) Members-at-Large. The three officers of the Board of Directors shall consist of a President, a President-Elect, and a Secretary. A Treasurer shall be appointed by the voting members of the Board. A single board member shall not simultaneously serve as an Officer and a Member-At Large. It is recommended that at least two officers be Full members of ABAI.

Members-At-Large Members-At-Large shall serve for two-year terms. The terms of service shall commence at the conclusion of the annual business meeting presided over by the current President. Two Members-at-Large will be elected during one voting cycle and one Member-at-Large will be elected during the opposite voting cycle. An individual may not serve in the position of Member-at Large for more than two consecutive terms. Members-at-Large shall participate in all Board of Directors meetings, activities, and decision-making processes, with full voting rights on the Board of Directors.

Annual Voting of Board of Directors Full Members of the corporation shall vote annually for the purpose of electing the Directors then standing for election or reelection, as the case may be. The date, time and place of the annual voting shall be set by the current Board of Directors following procedures for annual or special meetings.

Corporation Finances Formal financial reporting shall be made to the membership annually. All members of the Board of Directors shall declare and ensure that they do not profit financially from this corporation's operations or otherwise have conflicts of interest related to this corporation.

Removal and Replacement of Board of Directors In the event of death, incapacity, resignation, or failure to maintain membership in good standing of any of these officers, the Board of Directors shall, by

majority vote, elect a successor to serve until the next election cycle is completed. A tie vote shall be construed as affirmation for removal.

Vacancy Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A director elected to fill a vacancy shall be elected to fill the unexpired term of his or her predecessor in office.

Article V - Officers of the Board of Directors

Officers of the Board of Directors There shall not be fewer than 4 officers on the Board of Directors. The officers shall be voted in by Full Members. The officers shall begin term at the conclusion of the annual business meeting. Officers are expected to attend all meetings organized by the President of the Board of Directors.

President The president of the Board of Directors shall serve a one-year term, following his or her one year term as president-elect. An individual currently serving as president may not be considered for the position of president-elect the year following their presidential term. The president shall preside at all board and member meetings. The president also is responsible for the counting of nomination and election ballots, as well as the ballots in any referenda submitted to the voting membership, and shall exercise general supervision over the affairs of the chapter. If he or she is unable to preside over voting, the secretary shall assume the responsibility.

President-Elect The president-elect of the Board of Directors shall serve a one year term, and shall automatically, without requiring additional voting, serve as the president the following year. The president-elect is second in command. The president-elect presides over meetings in the president's absence, and executes duties assigned by the president.

Secretary The secretary of the Board of Directors shall serve a two-year term. An individual may not serve in the position of secretary for more than two consecutive terms. The secretary shall attend all of the meetings of the Board of Directors. The secretary shall keep the records of the corporation and the board; conduct official correspondence; receive applications for membership and give notice of all inductions into membership.

Treasurer The treasurer of the Board of Directors shall be appointed by a majority of the Directors present for an initial term of three years; this appointment may be renewed as deemed appropriate by the board. During the year prior to assuming office, the designated replacement for the office of treasurer may attend any or all board or committee meetings. As an appointed member the Treasurer will not have voting privileges on Board matters. The treasurer shall have the responsibility for all corporation funds and shall have authority to disburse these funds for purposes authorized by the board. The treasurer shall keep a record of all money received and all disbursements made and submit an annual report of the corporation's financial status. The treasurer shall have the responsibility of filing the corporation's annual taxes. The treasurer shall act as the general executive officer of the corporation in consultation with and by direction of the president and the board. He or she shall bring to the attention of the board and the members such matters as are deemed necessary for the appropriate operation of the corporation.

Article VI - Board of Directors Meetings

Manner of Acting Except as specified by law or these Bylaws, the Board of Directors shall act by a majority vote of the Directors present in person at any duly called and held meeting of the Board of Directors at which a quorum is present. Each Director shall have one vote.

Quorum The presence of a majority of the Board of Directors shall constitute a quorum for the

transaction of business.

Regular Meetings The Board of Directors shall have at least one meeting per year. It shall meet at such other times and locations as deemed necessary by the president. A meeting of the Board of Directors may also be called by action of three members of the board who shall notify the remaining members at least two weeks in advance notice of the proposed meeting, though in an emergency, the two weeks may be waived. Records of meetings and Board of Directors' activities shall be permanently retained. Regular meetings of the Board of Directors will be held as voted by a majority of the Board of Directors at the previous regular meeting of the Board of Directors.

Special Meetings Special meetings may be called by the president or by any two directors and held not less than three nor more than thirty days after such notice of such meeting is given, either personally, telephonically, or by e-mail to all the Directors then in office. In addition, the Board of Directors may, by resolution, provide for a regular meeting schedule without notice other than such resolution.

Action by Unanimous Consent Any action which may be taken at a meeting of the Board of Directors, or of a committee of the Board of Directors as hereinafter provided, as the case may be, may be taken without a meeting if all of the Directors of the Board or all the members of such committee, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Board of Directors' or committee meeting, as the case may be, and shall have the same effect as a unanimous vote.

Informal Action by Directors Action of the Board of Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporation Act, Title 13-B M.R.S. Not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed the action of the Board of Directors if all Directors know of the action to be taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the secretary.

Telephonic or Similar Communication Any Director, or any member of a committee of the corporation, may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating can hear each other and such participation in a meeting shall constitute presence in person at such meeting.

Article VII - Annual Business Meeting

Schedule There shall be at least one annual business meeting of this corporation. This meeting shall be held in conjunction with the annual conference except in the event of no annual conference, in which case, the meeting shall be held in conjunction with a regularly scheduled meeting. Notice of the annual business meeting of the Corporation shall be given to all members in good standing not less than 3 months prior to the scheduled date. Any motions made at the annual business meeting may be passed only by a majority vote of Full Members present.

Quorum A quorum at the annual business meeting shall consist of not fewer than 60% of Full members in good standing present and voting.

Reports The annual business meeting shall include a report of the Board of Directors' activities over the year as well as a financial report.

Article VIII - Nominations and Elections

Nominations At least 4 weeks before the annual business meeting, nomination ballots will be sent to all Full members. Only Full members may make nominations, be nominated or be elected to the Board of Directors. Each voting member can nominate two individuals for each open office.

The president and/or secretary shall count the ballots and shall ask all nominees for each office if they are willing to stand for election. All nominees who accept the nomination will be included as candidates on the election ballot. No one may hold two offices at the same time, so if a voting member receives enough nominations for two offices, the president shall request that the individual choose the office for which he or she wishes to be a candidate.

Elections Election ballots will be sent to each Full member at least two weeks prior to the annual business meeting. The ballot shall contain the names of the candidates for each position listed in alphabetical order with brief biographical descriptions. Members of the board shall be elected by a plurality of the votes cast at an election. All nominations and votes shall be made by secret ballot. To be valid, election ballots must be completed/returned by the due date and in the manner described on the ballot.

Terms Officers and members of the Board of Directors shall assume office immediately following the annual meeting and shall hold office until their successors are elected and assume office in their stead.

Recall Any individual voted to the Board of Directors may be recalled in accordance with the following procedure:

1. A petition for recall bearing the names of at least 20% of the Full members in good standing at the time of submission shall be presented to the Board of Directors.
2. The secretary shall certify the petition with respect to the validity of the signatures. In the event the secretary is the officer subject to recall, the president shall assume this duty.
3. Upon validation of the petition, an officer of the Board of Directors shall cause a mail or e-mail ballot to be prepared and distributed to the membership having voting qualifications. The ballots shall be received and tabulated by an officer of the Board of Directors who shall certify each to be valid.
4. The officer whose incumbency is under challenge shall be recalled only by two-thirds vote of those members eligible to vote.
5. An office whose incumbent is recalled shall be temporarily filled by majority vote of the Board of Directors; the replacement shall serve until the next elected person takes office.

Article IX - Committees

All committees are constituted by and operate under the direction and at the discretion of the board. The corporation will maintain such standing committees as provided by these by-laws and as may be established or dissolved by the majority vote of the Board of Directors. The Board of Directors reserves the right to establish ad hoc committees as deemed necessary.

1. Membership

The Membership Committee shall consist of a chair appointed by the president, who shall appoint at least two additional members with the advice and consent of the board.

2. Program

The Program Committee shall be appointed by the board. The primary duty of the Program Committee shall be organization and management of the chapter's annual business meeting.

3. Public Policy

The Public Policy Committee shall be appointed by the board. The role of the Public Policy Committee shall be to advise and assist the board regarding matters involving behavior analysis and governmental entities.

Article X - Dues

Dues Dues for the various categories of membership shall be established by simple majority vote of the Board of Directors.

Collection Dues shall be payable at or prior to the start of the annual business meeting, in the manner prescribed by the Board of Directors.

Article XI - Amendments

Process These bylaws may be amended only by two-thirds vote of the members voting. Amendments may be proposed by majority vote of the Board of Directors.